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CERT AMX

1-5805

September 20, 2004

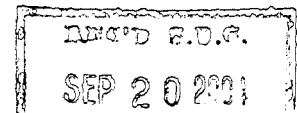
Ms. Willie Mae Stroud
Filer Support - 2
Room 1004, Mail Stop 1-4
Office of Filing Information & Consumer Services
Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

Dear Ms. Stroud:

PROCESSED

SEP 21 2004

THOMSON
FINANCIAL



This is to certify that the American Stock Exchange, LLC (the "Exchange") received from J.P. Morgan Chase & Co. (the Registrant) a copy of the Company's Registration Statement on Form 8-A for the registration of the following security:

Principal Protected Notes
Based on the Value of the S&P 500 Index
Due September, 2010

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of same, in accordance with SEC Rule 3a12-11.

Sincerely,

A handwritten signature in black ink, appearing to read 'Richard A. Mikaliunas'.

Richard A. Mikaliunas